

AMENDMENTS TO THE CLAIMS:

Please amend Claims 1, 2, 6, 8 and 10 as follows:

1. (Currently Amended) A zoom lens system ~~comprising:~~ comprising in order from the front to the rear:

a first lens unit having negative optical power;

an aperture stop;

a second lens unit having positive optical power, the second lens unit consisting of in order from the front to the rear, a positive lens element and a negative lens element disposed at a distance therefrom; and

a third lens unit having positive optical power,

wherein the distance between the first lens unit and the second lens unit varies during zooming, and the following conditional expressions are satisfied,

$$0.2 < d_{23W}/f_w < 1.0$$

$$0.2 < d_{23T}/f_w < 1.0$$

where d_{23W} represents the distance between the second lens unit and the third lens unit at the short focal length end when focusing on an object at infinity, ~~d_{23W}~~ d_{23T} represents the distance between the second lens unit and the third lens unit at the long focal length end when focusing on an object at infinity, and f_w represents the focal length of the entire system at the short focal length end.

2. (Currently Amended) A zoom lens system according to Claim 1, wherein the first lens unit consists of:

a negative lens element whose optical power in the absolute value is larger on the rear surface than the front surface, the negative lens element having an aspherical surface on at least one side ~~thereof~~, thereof; and

a positive lens element of meniscus shape with a projecting surface facing forward.

3. (Original) A zoom lens system according to Claim 1, wherein the third lens unit consists of a single positive lens element.

4. (Original) A zoom lens system according to Claim 1, wherein the positive lens element and the negative lens element in the second lens unit each comprise an aspherical surface, respectively.

5. (Original) A zoom lens system according to Claim 1, wherein only the third lens unit moves for focusing.

6. (Currently Amended) A zoom lens system according to Claim 1, wherein the conditional ~~expression~~, expression,

$$0.1 < D2a/fw < 0.3$$

is satisfied, where D2a represents a distance from the rear lens surface of the positive lens element in the second lens unit to the rear lens surface of the negative lens element in the second lens unit.

7. (Original) A zoom lens system according to Claim 1, wherein the lens units move so that the distance between the first lens unit and the second lens unit is smaller and the distance between the second lens unit and the third lens unit is constant or larger at the long focal length end than at the short focal length end.

8. (Currently Amended) A zoom lens system according to Claim 1, wherein a conditional ~~expression~~; expression,

$$15 < v_p - v_n$$

is satisfied, where v_p represents the Abbe number of the material forming the positive lens element in the second lens unit, and v_n represents the Abbe number of the material forming the negative lens element in the second lens unit.

9. (Original) A zoom lens system according to Claim 1, wherein the zoom lens system forms an image on a light-detecting surface of a solid-state imaging device.

10. (Currently Amended) ~~A~~ An image pickup apparatus comprising:
a zoom lens system according to Claim 1; and
a solid-state imaging device receiving an image formed by the zoom lens
system.